

# **EXHIBIT CC**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 8-K**  
**CURRENT REPORT**  
**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported):**

**October 5, 2007**

**Merrill Lynch & Co., Inc.**

(Exact Name of Registrant as Specified in its Charter)

Delaware

1-7182

13-2740599

(State or Other  
Jurisdiction of  
Incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

4 World Financial Center, New York, New York

10080

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code:

(212) 449-1000

(Former Name or Former Address, if Changed Since Last Report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 7.01. Regulation FD Disclosure.

On October 5, 2007, Merrill Lynch & Co., Inc. ("Merrill Lynch") issued a press release, which is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference herein. In addition, Merrill Lynch has made available a list of Supplemental Questions and Answers on its investor relations website, <http://www.ir.ml.com>. A copy of the Supplemental Questions and Answers is being filed as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated herein by reference in its entirety.

This information furnished under this Item 7.01, including Exhibits 99.1 and 99.2, shall be considered "filed" for purposes of the Securities Exchange Act of 1934, as amended.

Merrill Lynch will report third quarter results on Wednesday, October 24, 2007 and Jeff Edwards, senior vice president and chief financial officer, will host a conference call that day at 10:00 a.m. (ET) to review the results with the investment community. The general public is invited to listen to the call by dialing (888) 810-0245 (inside the United States and Canada) or (706) 634-0180 (outside the United States), or via a live audio webcast at [www.ir.ml.com](http://www.ir.ml.com). On-demand webcast replay will be available shortly after the call at the same web address.

\* \* \*

Merrill Lynch may make forward-looking statements, including, for example, statements about management expectations, strategic objectives, growth opportunities, business prospects, anticipated financial results, the impact of off balance sheet arrangements, significant contractual obligations, anticipated results of litigation and regulatory investigations and proceedings, and other similar matters. These forward-looking statements are not statements of historical facts and represent only Merrill Lynch's beliefs regarding future performance, which is inherently uncertain. There are a variety of factors, many of which are beyond Merrill Lynch's control, which affect its operations, performance, business strategy and results and could cause its actual results and experience to differ materially from the expectations and objectives expressed in any forward-looking statements. These factors include, but are not limited to, financial market volatility, actions and initiatives taken by both current and potential competitors, general economic conditions, the effects of current, pending and future legislation, regulation and regulatory actions, and the other risks and uncertainties detailed in Merrill Lynch's Annual Report on Form 10-K for the fiscal year ended December 29, 2006 and subsequent reports on Form 10-Q and Form 8-K. Accordingly, readers are cautioned not to place undue reliance on forward-looking statements, which speak only as of the date on which they are made. Merrill Lynch does not undertake to update forward-looking statements to reflect the impact of circumstances or events that arise after the date the forward-looking statements are made. The reader should, however, consult any further disclosures Merrill Lynch may make in its reports on Form 10-K, Form 10-Q and Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number

99.1	Press release, dated October 5, 2007, issued by Merrill Lynch & Co., Inc.
99.2	Supplemental Questions and Answers, dated October 5, 2007, issued by Merrill Lynch & Co., Inc.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MERRILL LYNCH & CO., INC.

(Registrant)

By: /s/ Christopher B. Hayward

Christopher B. Hayward  
Finance Director and  
Principal Accounting Officer

Date: October 5, 2007

EXHIBIT INDEX

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- |      |  |
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## MERRILL LYNCH & CO INC (MER)

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NEW YORK, NY 10080  
212. 449.1000  
<http://www.ml.com>

### EX-99.1

EX-99.1: PRESS RELEASE  
8-K Filed on 10/05/2007 - Period: 10/05/2007  
File Number 001-07182



## News

Merrill Lynch & Co., Inc.

World Headquarters  
4 World Financial Center  
New York, New York 10080



Release date: October 5, 2007

For information contact:

**Media Relations:**

Jessica Oppenheim (212) 449-2107

[Jessica.Oppenheim@ml.com](mailto:Jessica.Oppenheim@ml.com)

**Investor Relations:**

Sara Furber (866) 607-1234

[Investor\\_Relations@ml.com](mailto:Investor_Relations@ml.com)

**MERRILL LYNCH SAYS CREDIT MARKET CONDITIONS  
TO ADVERSELY IMPACT THIRD QUARTER 2007 RESULTS**

NEW YORK, October 5 — Merrill Lynch & Co., Inc. (NYSE: MER) today announced that challenging credit market conditions will have an adverse impact on its net earnings for the third quarter. The company expects to report a net loss per diluted share of up to \$0.50, resulting from significant negative mark-to-market adjustments to its positions in two specific asset classes: collateralized debt obligations (CDOs) and sub-prime mortgages; and leveraged finance commitments. These mark-to-market adjustments primarily affect Merrill Lynch's Fixed Income, Currencies & Commodities (FICC) business. The company expects to report revenue growth in excess of 20% over the 2006 third quarter in each of its other major business lines: Equity Markets (excluding the firm's private equity business), Investment Banking and Global Wealth Management. Merrill Lynch expects to report a solid revenue performance from the rest of its FICC business, considering market conditions, and expects strong performance from its operations outside the U.S., led by the Pacific Rim region.

"Despite solid underlying performances in most of our businesses in the third quarter, the impact of this difficult market was much more severe in certain of our FICC businesses than we expected earlier in the quarter," said Stan O'Neal, chairman and chief executive officer of Merrill Lynch. "While market conditions were extremely difficult and the degree of sustained dislocation



unprecedented, we are disappointed in our performance in structured finance and mortgages. We can do a better job in managing this risk, as we have done with other asset classes, including leveraged finance, interest rate and foreign exchange trading, equity trading, principal investments and commodities.”

Merrill Lynch noted that Senior Vice President David Sobotka, (50), was promoted to the position of global head of FICC earlier in the week. Mr. Sobotka had been head of the group’s global commodities unit since 2004, when Merrill Lynch acquired Entergy-Koch, L.P.’s trading businesses, where he had been president.

“David Sobotka is a strong leader with a proven track record,” said Mr. O’Neal. “He has gained a reputation as one of our most collaborative senior executives, a strong risk manager and a key contributor to the overall Global Markets & Investment Banking (GMI) franchise. I have every confidence in his ability to lead the entire FICC organization and make an even greater contribution to Merrill Lynch in the coming years.”

The primary drivers of the FICC net losses in the third quarter were as follows:

- Write-downs of an estimated \$4.5 billion, net of hedges, related to incremental third quarter market impact on the value of CDOs and sub-prime mortgages. These valuation adjustments reflect in part significant dislocations in the highest-rated tranches of these securities which were affected by an unprecedented move in credit spreads and a lack of market liquidity in these securities, which intensified during the third quarter. During the quarter, the company significantly reduced its overall exposure to these asset classes.
- Write-downs of an estimated \$967 million on a gross basis, and \$463 million net of related underwriting fees, related to all corporate and financial sponsor, non-investment grade lending commitments, regardless of the expected timing of funding or closing. These commitments totaled \$31 billion at the end of the third quarter of 2007, a net reduction of 42% from \$53 billion at the end of the second quarter. The net losses related to these commitments were limited through aggressive and effective risk management, including disciplined and selective underwriting and exposure reductions through syndication, sales and transaction restructurings.

“Although the outlook for fourth quarter revenues remains difficult to predict, we continue to see evidence of strong long-term growth trends in each of our global businesses. While it is very early

in the current quarter and despite continued challenges in structured finance, we are beginning to see signs of a return to more normal activity levels in a number of markets. Given our strong core operating performance and solid market, liquidity and capital positions, we are confident in our ability to deliver superior returns to shareholders over the long-term," Mr. O'Neal concluded.

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Merrill Lynch will report third quarter results on Wednesday, October 24, 2007 and Jeff Edwards, senior vice president and chief financial officer, will host a conference call that day at 10:00 a.m. (ET) to review the results with the investment community. The general public is invited to listen to the call by dialing (888) 810-0245 (inside the United States and Canada) or (706) 634-0180 (outside the United States), or via a live audio webcast at [www.ir.ml.com](http://www.ir.ml.com). On-demand webcast replay will be available shortly after the call at the same web address. Additional information, including supplemental questions and answers will be posted later today on [www.ir.ml.com](http://www.ir.ml.com).

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Merrill Lynch is one of the world's leading wealth management, capital markets and advisory companies with offices in 38 countries and territories and total client assets of approximately \$1.7 trillion. As an investment bank, it is a leading global trader and underwriter of securities and derivatives across a broad range of asset classes and serves as a strategic advisor to corporations, governments, institutions and individuals worldwide. Merrill Lynch owns approximately half of BlackRock, one of the world's largest publicly traded investment management companies with more than \$1 trillion in assets under management. For more information on Merrill Lynch, please visit [www.ml.com](http://www.ml.com).

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inherently uncertain. There are a variety of factors, many of which are beyond Merrill Lynch's control, which affect the operations, performance, business strategy and results and could cause its actual results and experience to differ materially from the expectations and objectives expressed in any forward-looking statements. These factors include, but are not limited to, financial market volatility; actions and initiatives taken by current and potential competitors; general economic conditions; the effect of current, pending and future legislation, regulation, and regulatory actions; and the other additional factors described in the Risk Factors section of Merrill Lynch's Annual Report on Form 10-K for the fiscal year ended December 29, 2006 and also disclosed from time to time in its subsequent reports on Form 10-Q and 8-K, which are available on the Merrill Lynch Investor Relations website at [www.ir.ml.com](http://www.ir.ml.com) and at the SEC's website, [www.sec.gov](http://www.sec.gov).

Accordingly, readers are cautioned not to place undue reliance on forward-looking statements, which speak only as of the date on which they are made.

Merrill Lynch does not undertake to update forward-looking statements to reflect the impact of circumstances or events that arise after the date the forward-looking statements are made. The reader should, however, consult any further disclosures Merrill Lynch may make in its future filings of its reports on Form 10-K, Form 10-Q and Form 8-K.

Merrill Lynch may also, from time to time, disclose financial information on a non-GAAP basis where management believes this information will be valuable to investors in gauging the quality of Merrill Lynch's financial performance and identifying trends.

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# MERRILL LYNCH & CO INC (MER)

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NEW YORK, NY 10080  
212. 449.1000  
<http://www.ml.com>

## EX-99.2

EX-99.2: SUPPLEMENTAL QUESTIONS AND ANSWERS  
8-K Filed on 10/05/2007 - Period: 10/05/2007  
File Number 001-07182



## **MERRILL LYNCH SAYS CREDIT MARKET CONDITIONS TO ADVERSELY IMPACT THIRD QUARTER 2007 RESULTS**

### **Supplemental Questions and Answers**

**Q. How could Merrill Lynch have reported such a large loss from CDO and mortgage assets?**

A. The majority of these losses related to CDOs within our structured credit business in FICC. Consistent with Merrill Lynch's position as the leading CDO underwriter for 2006 and year-to-date 2007, the firm accumulated assets for structuring and distribution. As a result of unprecedented credit spread movements and the market's sudden illiquidity, Merrill Lynch was positioned with significant exposure to these securities, which before the market dislocation were largely intended to be distributed. Effectively all of the securities that affected these losses are rated AAA or the highest rating available from the major credit rating agencies. During the third quarter, we meaningfully reduced our exposure to this asset class and expect to continue to do so.

**Q. What have you done to keep this from happening again?**

A. As noted above, the markdowns we took during the quarter were concentrated primarily in structured credit products within FICC. We have changed the leadership of the FICC business by promoting David Sobotka to global head of FICC, who has a deep background in trading risk. We have also promoted Ed Moriarty to chief risk officer, reflecting our continued focus on emphasizing strong controls and integrating different risk management disciplines under a single point of leadership. Ed brings considerable experience and industry knowledge to this role. Prior to this appointment, Ed led Global Credit and Commitments, with responsibility for all of the firm's risk emanating from our deal, financing, underwriting, and principal-related activities. Finally, we are in the process of analyzing our risk framework and limits to incorporate stress scenarios based on the more volatile spread movements seen this summer.

**Q. How have your other businesses performed?**

A. Despite challenging conditions, the majority of Merrill Lynch's businesses, including most of the businesses within FICC, have performed solidly this quarter. Within FICC, Rates and Currencies are expected to report significant sequential revenue growth and Commodities and principal investing continue to show solid performance. Our major businesses outside of FICC, including Equity Markets (excluding the firm's private equity business), Investment Banking and Global Wealth Management, are each expected to report revenue growth in excess of 20% over the 2006 third quarter.

**Q. How will the fourth quarter and 2008 be affected?**

A. Although the outlook for fourth quarter revenues remains difficult to predict, we continue to see evidence of strong long-term growth trends in each of our global businesses and are seeing signs of a return to more normal activity levels in a number of markets. We remain confident in our ability to drive superior returns to shareholders over the long-term.

**Q. Are there more write downs to come?**

A. We have marked all of our trading positions to current market levels, which are predominantly based on trading and price indications we observed as liquidity began to re-enter the market in September. As we see more meaningful trades executed in the market, we will continue to pursue opportunities to reduce our positions.

**Q. Why has David Sobotka been given this role? What is his background?**

A. Dave Sobotka has demonstrated his success as a business leader, risk manager and key contributor to the Merrill Lynch franchise. Before joining Merrill Lynch in 2004 as part of the acquisition of Entergy-Koch's trading business, Mr. Sobotka had been with Entergy-Koch since 1997, when he joined the business to begin a base metal trading operation in London. He moved to the company's headquarters in Houston in 1998 to assume the role of president of Koch Energy Trading, Inc., the natural gas, power and weather derivatives trading arm of Koch Industries. As president, he was responsible for the business strategy and profitability of

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Entergy-Koch Trading, LP (North America), Entergy-Koch Trading, Ltd. (Europe), and Gulf South Pipeline Company, LP. He began his career as a research analyst at the Federal Reserve Bank of New York. And from 1979 to 1990 he was a trader and then a trading manager at UBS, Citibank and Lehman Brothers. In 1991, he assumed responsibility for Lehman's energy derivatives business involving the crude oil, fuel oil and refined products markets. Mr. Sobotka started the natural gas trading desk at Lehman and in 1993 spearheaded the formation of the Citizens Lehman joint venture for power trading. From 1993 to 1997, he was managing director of all commodity trading at Lehman and was located in London for most of that time.

**Q. How did you manage your leveraged finance losses given market conditions?**

- A. Given the challenging market conditions, we are pleased with the risk management of the leveraged finance business which was overseen by Ed Moriarty in his prior role as Head of Global Credit & Commitments. We remain an active participant in the high yield markets, ranking #2 as a global high yield underwriter in the third quarter of 2007. However, we have also been careful in the selection of deals in which we chose to participate, and importantly, despite having a significant market share, we managed our aggregate exposure well. Merrill Lynch's corporate and financial sponsor, non-investment grade lending commitments totaled \$31 billion at the end of the third quarter of 2007, a net reduction of 42% from \$53 billion at the end of the second quarter of 2007. The net losses related to these commitments were substantially limited through aggressive and effective risk management, including disciplined and selective underwriting and exposure reductions through syndication, sales and transaction restructurings.

**Q. Did you take an impairment charge against the goodwill from your purchase of First Franklin this quarter? Do you plan to shut down this business?**

- A. No, we do not expect to impair goodwill at the holding company. Because the First Franklin has been fully integrated into our GMI platform, the goodwill impairment test was performed at the GMI segment level as in-line with GAAP guidelines. Separately, we do expect to write-off of approximately \$100 million in identifiable intangible assets associated with certain broker relationships and customer lists related to the acquisition. This will increase non-compensation expenses in the third quarter of 2007. While we have adjusted staffing levels and the allocation of resources to be more in-line with current market opportunities, we remain committed to certain aspects of the mortgage business.

**Q. Are you planning to reduce staff as a result of the difficult market environment?**

- A. We strive to appropriately size each of our businesses in line with the market opportunity as part of our ongoing operating discipline. Based on the long-term indications of where our business is headed and our continued belief in the firm's growth prospects, we are not contemplating any significant scale-down.

**Q. Were your non-U.S. businesses also negatively impacted by the market dislocations that affected your U.S. businesses in the third quarter?**

- A. While our business in Europe was negatively impacted by the dislocation, the region has demonstrated strong momentum year-to-date and is a key part of our international growth strategy. We continue to see solid growth in our overall non-U.S. operations, led by the Pacific Rim this quarter.